

DRAFT
BRISTOL COUNTY WATER AUTHORITY
Board of Directors Meeting

Wednesday ~ August 28, 2013 ~ 6:00 pm
450 Child Street, Boardroom, Warren, RI

AGENDA

- A. Call to Order**
- B. Public Input**
- C. Approval of Minutes**
 - 1. 7/24/13 Board Meeting**
 - 2. 7/31/13 Management Compensation Committee**
- D. Executive Director's Report**
- E. Financial Report – M. Champagne**
- F. New Business**
 - 1. Presentation – Washington Trust Pension by Gene McCabe**
 - 2. Pension Amendment Regarding Closing 403b to Change to 457b**
 - 3. Line of Credit – Authorization to Borrow Funds - Request Limit Change**
 - 4. Bid Award – Water Construction and Repair Materials**
 - 5. Bid Award - Maintenance and Service Work**
 - 6. Quarterly Charge-Offs**
- G. Old Business**
 - 1. Board Questions Regarding 7/24 Pension Report Presentation**
 - 2. Amendment of Bristol County Water Authority By-Laws (see attached proposed revisions)**
 - 3. Review of Tri-Town By-Law Change Recommendations**
 - 4. Initiate Legislation for Amendment to the Bristol County Water Act Concerning the Appointment of Board Officers**
 - 5. Billing Change Options to Improve Collections**
 - 6. Management Development and Compensation Committee**
 - a. Executive Director Compensation**
 - b. Engineering Project Manager**
 - 7. CUSI Computer Program Installation Update**
 - 8. CDM-Smith Pawtucket Water Supply Study Project**
- H. Board Correspondence**
- I. Next Scheduled Meetings**
 - 9/11/13 Committee Meeting, if necessary**
 - 9/25/13 Board Meeting**
 - Strategic Planning Meeting: 9/14 or 9/28?**
- J. Adjournment**

Individuals requiring interpreters for the hearing impaired must notify the Bristol County Water Authority, (401) 245-2033, not less than 48 hours in advance of the meeting.

Agenda Posted 8/22/13

- 1. Secretary of State Website**
- 2. BCWA Main Office Bulletin Board**
- 3. BCWA Operations Department Bulletin Board**
- 4. BCWA Website bcwari.com**

Agenda Sent Via Email 8/22/13 for Posting on Public Bulletin Boards

- 1. Barrington Town Hall**
- 2. Bristol Town Hall**
- 3. Warren Town Hall**

**PROPOSED AMENDMENTS TO THE
BRISTOL COUNTY WATER AUTHORITY BY-LAWS
FOR CONSIDERATION AT THE AUGUST 28, 2013 MEETING OF
THE BRISTOL COUNTY WATER AUTHORITY**

**Article I
OFFICERS**

1. Number. The officers of Bristol County Water Authority shall be the

~~ChairmanChair~~, the Vice-~~ChairmanChair~~, and the Executive Director, ~~the Secretary and the Treasurer. The Board of Directors may from time to time appoint such additional officers as it shall deem appropriate. Any member may hold more than an office, except that No~~ member may be both the ~~ChairmanChair~~ and Vice ~~ChairmanChair~~.

2. Appointment and Term. There shall be a Chair and Vice-Chair of the Board of Directors who ~~The Chairman~~ shall be selected by a vote of not less than six (6) members of the Board of Directors and shall serve at the pleasure of the Board of Directors. ~~The Chairman shall designate a Vice-Chairman who shall serve at the pleasure of the Chairman but such Vice-Chairman shall not be a resident of the same town as the Chairman. The Vice-Chair shall reside in a municipality other than the municipality in which the chair resides.~~ The Executive Director shall be selected by a vote of not less than ~~seven-six~~ (6) members of the Board of the Directors, as long as there is at least one vote for each town, and shall serve at the pleasure of the Directors who shall determine the amount of reasonable compensation for the Executive Director. ~~All other officers of the Corporation shall be appointed by and shall serve at the pleasure of a majority of the Board of Directors present at any meeting at which a quorum is present and acting throughout.~~

3. Authority and Duties. (a) ChairmanChair. The ~~ChairmanChair~~ shall supervise and conduct the business and affairs of the Authority. The ~~ChairmanChair~~ shall preside at meetings

of the Board of Directors and shall exercise the powers and perform the duties set forth in these By-laws and such other duties as usually devolve upon the presiding officer of a deliberative body.

(b) Vice-ChairmanChair. In the absence of the ChairmanChair, the Vice-ChairmanChair shall perform the duties of the ChairmanChair. The Vice-ChairmanChair shall perform such further duties as shall be from time to time assigned ~~to him~~ by the ChairmanChair.

(c) Executive Director. The Executive Director shall be the chief operating officer of the Authority and shall, subject to the supervision of the Board of Directors, supervise and conduct the business and affairs of the Authority. In the event of a vacancy in the office of Executive Director, the ChairmanChair shall perform the duties of Executive Director.

~~(d) Secretary. The records of all business transacted at each meeting shall be kept under the direction and supervision of the Secretary. The Secretary shall have such further powers and shall perform such further duties as shall be assigned by either the Chairman, the Vice-Chairman or the Board of Directors.~~

~~————(e) Treasurer. The Treasurer shall be responsible for and shall keep all financial reports and records and other financial documents of the Authority. The Treasurer shall have such further powers and shall perform such further duties as shall be from time to time assigned by the Chairman, the Vice-Chairman or the Board of Directors.~~

4. Signing of Instruments. All contracts, instruments and other documents shall be executed by the ChairmanChair or the Vice-ChairmanChair on behalf of the Authority unless other provision shall be made by special vote of the Board of Directors or shall be required by law.

Article II MEETINGS

1. Place of Meetings. All regular and special meetings of the Board of Directors shall be held at such place within or without the State of Rhode Island and at such time as shall be stated in the notice of such meeting.

2. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting on a date during the last week in May and shall hold other regular meetings at least once each calendar quarter at the call of the ~~Chairman~~Chair or the Vice-~~Chairman~~Chair and may, from time to time, hold meetings in lieu of the annual meeting at the call of the ~~Chairman~~Chair or the Vice-~~Chairman~~Chair.

3. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called by the ~~Chairman~~Chair, Vice-~~Chairman~~Chair or the Executive Director. The ~~Chairman~~Chair or Vice-~~Chairman~~Chair shall be required to call a special meeting upon the written request of two members of the Board of Directors at a time not later than fourteen days after receipt by the ~~Chairman~~Chair or Vice-~~Chairman~~Chair of such request. All such requests shall be addressed to the ~~Chairman~~Chair or Vice-~~Chairman~~Chair at the principal offices of the Authority. Any such request shall state the purpose or purposes of the proposed special meeting.

4. Notice of Meetings. Written notice of each meeting, whether regular or special, stating the place, day and hour of the meeting, and a copy of the agenda for such meeting, or in the absence of such agenda a written statement of the purpose or purposes of the meeting, shall be given by or at the direction of the ~~Chairman~~Chair, or the Vice-~~Chairman~~Chair or ~~Secretary~~, to each member of the Board of Directors by depositing the same in the United States mail, postage prepaid, and by posting a copy of such notice at the principal office of the Authority and each of the Barrington, Bristol, and Warren Town Halls, not later than the third day prior to the date of

such meeting. If the ~~Chairman~~Chair or Vice-~~Chairman~~Chair shall determine that the holding of a meeting is of an emergency nature, such notice may be given by telephone or by telegram sent to each member, not less than twenty-four hours prior to such meeting or by actual delivery of such notice to each member not less than twelve hours prior to such meeting with concurrent posting as required for regular meetings.

5. Quorum. (a) Five members of the Board of Directors shall constitute a quorum. If a quorum is not present, the members of the Board of Directors then present shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for more than ten days, a notice of the adjourned meeting shall be given to each member of the Board of Directors. Except as otherwise provided in the Bristol County Water Authority Act and Section 5(b) herein, any action to be taken by the Authority may be authorized by resolution approved by a majority of the members of the Board of Directors present at any regular or special meeting at which a quorum is present.

(b) Notwithstanding the provisions of the foregoing, the following actions may be authorized only by an affirmative vote of not less than six (6) directors, as long as there is at least one vote for each town:

(1) Selection, appointment, setting the salary and termination, of the chief executive officer of the Authority, who shall have the title of Executive Director.

(2) The sale of all, or substantially all, of the real and personal property of the Authority.

(3) The exercise of the power of eminent domain conferred upon the Authority.

(4) Applications for, or the setting of, rates for the Authority's products and services.

(5) The issuance of bonds, notes, or the borrowing of amounts in excess of, or the entry into, any one or more series of contracts calling for the expenditure of \$500,000 or more.

(6) The adoption of an annual budget.

6. Waivers of Notice. Whenever any notice is required to be given to a member of the Board of Directors under the provisions of the laws of Rhode Island or of these By-laws, a waiver thereof in writing, signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a member of the Board of Directors at a meeting shall constitute a waiver of notice of such meeting, except when the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7. Agenda. Except as hereinafter specifically provided, the agenda for each meeting of the Board of Directors shall be prepared by the Executive Director and approved by the ~~Chairman~~Chair or Vice-~~Chairman~~Chair. Such agenda shall in general describe the subject matter of the items to be considered by the Authority. The Executive Director shall include in any such agenda any matter which the Board of Directors has previously voted to include thereon, and any item requested by a member of the Board of Directors, in writing delivered to the Executive Director or the ~~Chairman~~Chair, not less than five days prior to the date of any such meeting. With the consent of a majority of the members of the Board of Directors, a matter not on the agenda may be considered at any regular or special meeting of the Board of Directors.

8. Public Meetings. All meetings of the Board of Directors shall be open to the public and all records shall be a matter of public record except that if a majority of the Board of Directors decides that it would be in the best interests of the Authority to hold an executive

session in private, then the Board of Directors is authorized to transact such business as it deems necessary at such executive session in private and the record thereof shall not become a matter of public record until the transaction discussed has in the opinion of the Board of Directors been completed. The Board of Directors may from time to time promulgate such reasonable rules and regulations as it determines may be desirable respecting the conduct of public meetings and the attendance of the press and the public thereat.

9. Unanimous Consent. Any action to be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed before or after such action by all of the Directors, or of the members of the committee, as the case may be.

10. Approval or Amendment of Rates. Prior to the Board of Directors approving amendments of any rates and/or fees, one or more hearings must be held to which the public is invited for comment, and notice of these hearings shall be advertised in the local newspapers of each of the three (3) towns or a newspaper of general circulation in all three (3) towns, and notice shall be posted at each of the three (3) town halls, as well as on the Internet if possible, at least ten (10), but not more than fourteen (14) days prior to each hearing.

11. Engagement of External Professional Services. Prior to the engagement of external professional services, including, but not limited to, legal, accounting and engineering services, the Authority shall be required to solicit competitive proposals based on a scope of services defined by the Authority. The successful award shall be based on the applicant's qualifications and fee structure. Retention of services shall not exceed three (3) years without obtaining new competitive proposals.

Article III COMMITTEES

The Board of Directors may establish such committees as it deems necessary for the proper carrying out of its functions. The Board of Directors shall determine the size and purpose of each such committee. Members of each such committee and the ~~chairman~~chair thereof shall be appointed by the ~~Chairman~~Chair or Vice-~~Chairman~~Chair to serve until the last day of the month of February next occurring and thereafter until their respective successors are appointed. Any vacancy on a committee resulting from death, resignation or otherwise shall be filled by the ~~Chairman~~Chair or Vice-~~Chairman~~Chair for the unexpired portion of the term. Minutes of the meetings of each committee shall be prepared and shall be filed promptly ~~with the Secretary~~. Each committee shall report from time to time to the Board of Directors with respect to its actions.

Article IV INDEMNIFICATION

The Authority shall indemnify any person who is or was a director, officer, employee or agent of the Authority, or is or was serving at the request of the Authority as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in the manner and to the extent provided in Section 7-1.1-4.1 of the Rhode Island Business Corporation Act.

Article V CONFLICTS OF INTEREST

It shall not be or constitute a conflict of interest for a director, officer or employee of any financial institution, investment banking firm, brokerage firm, commercial bank or trust company, building-loan association, architecture firm, insurance company or any other firm, person or corporation to serve as a director of the Authority. If any director; officer or employee

of the Authority shall be interested, either directly or indirectly, or shall be a director, officer or employee of or have an ownership interest (other than as the owner of less than one percent of the shares of a publicly-held corporation) in any firm or corporation interested directly or indirectly in any contract with the Authority, such interest shall be disclosed to the Authority and set forth in the minutes of the Authority, and the director, officer or employee having such interest therein shall not participate on behalf of the Authority in the authorization of any such contract.

Article VI
SEAL

The seal of the Authority shall be in the form of a circle with the words "Bristol County Water Authority – Incorporated Rhode Island - 1981." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Article VII
FISCAL YEAR

The fiscal year of the Authority shall be the twelve-month period ending on the last day of February.

Article VIII
ANNUAL REPORT

In accordance with the provisions of Section 25 of the Bristol County Water Authority Act, the Authority shall report to the governing bodies of Barrington, Bristol and Warren at the time and in the manner prescribed by such Section.

Article IX
AMENDMENT

~~1. Amendment by Unanimous Consent. These By-Laws may be amended, suspended or altered at any time, without notice, by unanimous consent of all the members of the Board of Directors.~~

2 These By-Laws may be altered, amended or repealed and new By-~~Caws~~Laws may be adopted at any regular or special meeting of the Board of Directors by an affirmative vote of ~~the majority of the~~ six (6) members of the Board of Directors and each town shall have at least one representative vote affirmatively for the required amendment to take effect; provided, however, that notice of any such proposed alteration, amendment, repeal or adoption of new By-laws and the full text of the same shall accompany the notice of such meeting.

* Current By-Laws and Amendments as of ~~May 27, 1986~~ August 28, 2013